

WPP plc

TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

1. CONSTITUTION

1.1 The audit committee (**Committee**) was constituted as a committee of the board of directors (board) of WPP plc (**Company**) at a full meeting of the board in accordance with the articles of association of the Company.

1.2 The Committee has the delegated authority of the board in respect of the functions and powers set out in these terms of reference.

2. ROLE

The role of the Committee is to assist the board in fulfilling its oversight responsibilities by reviewing and monitoring:

2.1 The integrity of the financial information provided to shareholders.

2.2 The Company's system of internal controls and risk management.

2.3 The internal and external audit process and auditors.

2.4 The processes for compliance with laws, regulations and ethical codes of practice.

3. DUTIES AND TERMS OF REFERENCE

The Committee shall carry out the following duties for the Company and its subsidiaries (the **Group**) as appropriate:

3.1 Financial reporting

The Committee shall:

- (a) Monitor and discuss with management the integrity of the financial statements of the Company and the Group, including:
 - (i) The annual and half-yearly reports.
 - (ii) Quarterly reports.
 - (iii) Preliminary results announcements.
 - (iv) Any other formal announcement relating to its financial performance.

- (b) Review and report to the board significant financial reporting issues and judgements which the financial statements, interim reports, preliminary announcements and related formal statements contain having regard to matters communicated to it by the external auditor.
- (c) Review and challenge where necessary:
 - (i) The consistency, quality and appropriateness of the accounting policies, including any changes to accounting policies both on a year on year basis and across the Company and the Group.
 - (ii) Whether the Company has made appropriate estimates and judgements, taking into account the external auditor's views.
 - (iii) The clarity and completeness of financial reporting disclosures and any changes to those disclosures, including the review of any correspondence between the Company and the external auditor.
 - (iv) The methods used to account for significant or unusual transactions (including any off balance sheet arrangements) where different approaches are possible.
 - (v) Significant adjustments resulting from the external audit.
 - (vi) The assumptions or qualifications in support of the going concern statement (including any material uncertainties as to the Company's ability to continue as a going concern over a period of at least twelve months from the date of approval of the financial statements) and the longer-term viability statement (including an assessment of the prospects of the Company and the Group looking forward over an appropriate and justified period).
- (d) Monitor compliance with financial reporting standards and any recognised investment exchange and other financial and governance reporting requirements.
- (e) Review all material information presented with the financial statements, such as the strategic report and the corporate governance statements, insofar as it relates to audit and risk management.
- (f) Where the Committee is not satisfied with any aspect of the proposed financial reporting by the Company, report its views to the board.

3.2 **Narrative reporting**

Where requested by the board, the Committee shall review the content of the annual report and accounts and advise the board on whether, taken as a

whole, it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy.

3.3 **Risk management systems and internal controls**

The Committee shall:

(a) **Risk management**

- (i) On behalf of the board (which retains overall responsibility for risk management), review and monitor the Company's risk management system and, at least annually, carry out a review of its effectiveness, and review and approve the statement to be included in the annual report concerning risk management.
- (ii) On behalf of the board, ensure that a robust assessment of the principal risks facing the Company has been undertaken (including those risks that would threaten its business model, future performance, solvency or liquidity) and provide advice on the management and mitigation of those risks.
- (iii) Oversee and advise the board on the Company's and the Group's current risk exposure and future risk strategy and consider how the remuneration of executives shapes their view of risk.

(b) **Internal controls**

Review the Company's internal financial controls and internal control systems and at least annually, carry out a review of its effectiveness and approve the statement to be included in the annual report concerning internal control.

(c) **On-going viability**

Provide advice on how, taking into account the Company's position and principal risks, the Company's prospects have been assessed, over what period and why the period is regarded as appropriate. The Committee shall also advise on whether there is a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the said period, drawing attention to any qualifications or assumptions as necessary.

(d) **Management and internal and external audit reports**

- (i) Review the assurance reports from management on the effectiveness of the internal control and risk management systems and from the internal audit, the external auditor and

others on the operational effectiveness of matters related to risk and control.

- (ii) Review the timeliness of, and reports on, the effectiveness of corrective action taken by management in response to any material external or internal audit recommendation.
- (iii) Review, in accordance with the requirements in section 404 of the US Sarbanes-Oxley Act 2002, management's assessment and reporting of the effectiveness of internal financial controls over financial reporting and to review the external auditor's reports on management's assessment and the effectiveness of internal control over financial reporting.

(e) **Disclosures**

- (i) Consider any necessary disclosure implications of the process that has been applied by the board to deal with material internal control aspects of any significant problems disclosed in the annual report and accounts.
- (ii) Consider the major findings of any relevant internal investigations into risk and control weaknesses, fraud, or misconduct and management's response, and also consider whether any such failings or weaknesses are significant and therefore require disclosure, the basis and accuracy of explanations given as to what actions are being taken to address them, and whether the level of disclosure of such actions is appropriate.

3.4 **Internal audit**

The Committee shall:

- (a) Approve the appointment and removal of the head of the internal audit function.
- (b) Review and approve the remit of the internal audit function and assess and ensure that the function has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with appropriate professional standards. The Committee shall also ensure that the function has adequate standing and is free from management or other restrictions.
- (c) Ensure the internal audit function has direct access to the board chairman and to the Committee; and is accountable to the Committee.

- (d) Review and assess the annual internal audit plan and be advised of the reasons for any change or delay in the plan and ensure co-ordination between the internal and external auditors.
- (e) Receive a report on the results of the internal auditor's work on a periodic basis.
- (f) Review and monitor management's responsiveness to the internal auditors' findings and recommendations.
- (g) Monitor and review the effectiveness of the Company's internal audit function in the context of the Company's overall risk management system.
- (h) Ensure that the Committee meets with the head of internal audit, without management present, at least once per year.

3.5 **External audit**

The Committee shall:

- (a) **Appointment, reappointment and resignation**
 - (i) Consider and make recommendations to the board, to be put to shareholders for approval at the Company's AGM, on the appointment, reappointment or removal of the Company's external auditor.
 - (ii) Ensure that the audit services contract is put out to tender in accordance with the applicable regulations to enable the Committee to compare the quality and effectiveness of the services provided by the incumbent auditor with those of other audit firms and, in respect of such tender, oversee the selection process and ensure that all tendering firms have such access as is necessary to information and individuals during the tendering process.
 - (iii) If any auditor resigns, investigate the issues leading to this and decide whether any action is required.
 - (iv) Evaluate the risks to the quality and effectiveness of the financial reporting process and consideration of the need to include the risk of the withdrawal of the auditor from the market in that evaluation.
- (b) **Terms of engagement**

Oversee the relationship with the external auditor and negotiate and agree their terms of engagement, including any engagement letter issued at the start of each audit, the scope of the audit and, in consultation with the executive directors, agree their remuneration (including fees for both the audit and non-audit services) to ensure

that the level of fees is appropriate to enable an effective and high quality audit to be undertaken.

(c) **Independence and expertise**

(i) Review and assess on an annual basis:

(A) The external auditor's independence and objectivity taking into account the relevant UK law, professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services.

(B) The qualifications, expertise and resources of the auditor and the effectiveness of the audit process, which shall include a report from the external auditor on their own internal quality procedures.

(ii) Seek reassurance from the external auditor and their staff that they have no relationships with the Company which could adversely affect the auditor's independence and objectivity and, at least annually, seek information from the external audit firm about policies and processes for maintaining independence and monitoring compliance.

(iii) Obtain assurances from the external auditor that the audit has been conducted in a manner consistent with Section 10A of the US Securities Exchange Act of 1934.

(d) **Non-audit services**

(i) Ensure that the provision of non-audit services does not impair the external auditor's independence or objectivity, satisfying itself that there are no relationships between the auditor and the Company outside the ordinary course of business (including the level of non-audit fees) that could adversely affect the auditor's independence and objectivity, or the audit process. Pre-approve any permitted non-audit services (and fees) (subject to the de minimus exception set out in the US Securities Exchange Act 1934).

(ii) Keep the policy for the provision of non-audit services under review.

(e) **Audit cycle**

(i) Review and approve the annual audit plan at the start of the audit cycle and ensure it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team.

(ii) Meet regularly with the external auditor (including once at the planning stage before the audit and once after the audit at the reporting stage) and at least once a year, without the

executive directors or management being present, to review the findings of the audit including (but not limited to) any major resolved or unresolved issues that arose during the audit, key accounting and audit judgements and levels of errors identified during the audit.

- (iii) Consider communications from the external auditor on audit planning and findings on material weaknesses in accounting and internal control systems that come to the auditor's attention, including a review of material items of correspondence between the Company and the external auditor.
- (iv) Review any representation letter(s) requested by the external auditor before they are signed by management and consider whether, based on its knowledge, the information provided is complete and appropriate.
- (v) Review, prior to its consideration by the board, the external auditor's report to the directors and their management letter, including management's response to the auditor's findings and recommendations.
- (vi) At the end of the audit cycle, assess the effectiveness of the audit process including:
 - (A) Reviewing whether the auditor has met the agreed audit plan.
 - (B) Understanding reasons for changes to the audit plan.
 - (C) Considering the external auditor's robustness and perceptiveness in handling key accounting and audit judgements and responding to the Committee's questions.
 - (D) Obtaining feedback from key people on the conduct of the audit.
 - (E) Reviewing and monitoring the content of the external auditor's management letter and reporting to the board on the effectiveness of the audit process.

(f) **Other matters**

- (i) Be responsible for the co-ordination between the activities of the external auditor and the internal audit function.
- (ii) Agree with the board the Company's policy on employment of former employees of the Company's external auditor and monitor the implementation of this policy.
- (iii) Monitor the external auditor's compliance with relevant ethical and professional guidance on the rotation of the audit partner, the level of fees paid by the Company compared to the

overall fee income of the firm, office and partner and other related requirements.

3.6 **Whistleblowing**

The Committee shall review the adequacy and security of the Company's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow-up action.

3.7 **Fraud**

The Committee shall annually review the Company's procedures for detecting fraud.

3.8 **Compliance**

The Committee shall:

- (a) Review the Company's systems and controls for ethical behaviour and the prevention of bribery and receive reports on non-compliance.
- (b) Keep under review the adequacy and effectiveness of the Company's compliance function.
- (c) Review such information from the Disclosure Committee as the Committee may request (including reports and minutes) from time to time.
- (d) Ensure that appropriate procedures are in place for dealing with all aspects of sustainability, other than those relating to employee welfare, which are the responsibility of the Compensation Committee.

3.9 **Acquisitions**

- (a) The Committee shall approve any acquisition (whether by way of shares or business and assets, reorganisation or scheme or arrangement) ("acquisition") by the Group where the aggregate consideration is estimated by the Company to be at least US\$200m but not more than US\$300m and/or any payment to be made on completion of the acquisition is at least US\$100m but not more than US\$150m.
- (b) Any acquisition where the consideration is higher than the upper thresholds set out in 3.9(a) above, or which the Audit Committee determines is a significant change of strategy for the Group, or which

requires the issue of equity by the Company or where the completion payments for all acquisitions in the financial year under consideration exceeds US\$500m in aggregate (or such higher limit as the Audit Committee shall approve from time to time), shall be approved by the Board.

4. MEMBERSHIP

- 4.1 The Committee shall comprise a chairman and a minimum of three members. Each Committee member shall be an independent non-executive director as determined by the board (in accordance with the principles of the UK Corporate Governance Code), at least one each of whom shall have recent and relevant experience working with financial and accounting matters and experience of preparing financial statements under IFRS and shall be an “audit committee financial expert” as defined in Item 16A of SEC Form 20F.
- 4.2 All Committee members shall (i) be independent as defined by Nasdaq Listing Rule 5605a) (2), (ii) meet the criteria for independence set forth in Rule 10A-3(b) (1) under the US Securities Exchange Act 1934 (subject to certain exemptions), (iii) not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company during the past three years and (iv) otherwise be free of any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgement as Committee members.
- 4.3 The board shall appoint members of the Committee, on the recommendation of the Nomination and Governance Committee, in consultation with the Committee chairman.
- 4.4 The chairman of the board shall not be a Committee member but may be invited to attend its meetings. The chairman of the board shall not chair the Committee.
- 4.5 Appointments to the Committee shall be for a period of up to three years, extendable by no more than two additional three-year periods, so long as members continue to be independent.
- 4.6 The board shall appoint the chairman of the Committee from among the independent non-executive directors. In the absence of the Committee chairman and/or an appointed deputy, the remaining members present at a meeting shall elect one of their number present to chair the meeting.
- 4.7 The Committee chairman shall review membership of the Committee annually, as part of the annual performance evaluation of the Committee.

- 4.8 The company secretary, or his or her nominee, shall act as the secretary of the Committee and provide all necessary support to the Committee, including the recording of Committee minutes and ensuring that the Committee receives information and papers in a timely manner to enable full and proper consideration of the relevant issues.

5. ATTENDANCE AT MEETINGS

- 5.1 The Committee shall meet as many times as its role and responsibilities require but should meet at least four times a year at appropriate times in the Company's financial reporting and audit cycle.
- 5.2 Outside of the formal meeting programme, the Committee chairman shall maintain a dialogue with key individuals involved in the Company's governance, including the board chairman, the chief executive, the finance director, the external audit lead partner and the head of internal audit.
- 5.3 The Committee as a whole should have competence relevant to the communication marketing services sector in which the Company and its services operate.
- 5.4 Only Committee members have the right to attend and vote at Committee meetings. However, the external auditor, finance director, group chief counsel and head of internal audit may be invited to attend and address meetings of the Committee on a regular basis and other non-members may be invited to attend all or part of any meetings as and when appropriate and necessary and with the Committee chairman's agreement.
- 5.5 The secretary of the Committee shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 5.6 Meetings of the Committee may be conducted when the members are physically present together or in the form of either video or audio conferences.

6. NOTICE OF MEETINGS

- 6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of any of its members or at the request of the finance director, external audit lead partner or head of internal audit.

- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, no later than five calendar days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time, but Committee papers may be forwarded at shorter notice with the approval of the Committee chairman.

7. QUORUM

- 7.1 The quorum necessary for the transaction of business at a Committee meeting shall be two members (including, whenever possible, at least one member with recent and relevant financial experience), present in person or by audio or video conference. If there is difficulty in achieving a quorum, independent non-executive directors, who are not members of the Committee, may be co-opted as members for individual meetings.
- 7.2 A duly convened Committee meeting at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

8. VOTING ARRANGEMENTS

- 8.1 Each Committee member shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a Committee meeting (whether in person or by audio or video conference).
- 8.2 If a matter that is considered by the Committee is one where a Committee member, either directly or indirectly has a personal interest, that member shall not be permitted to vote at the meeting.
- 8.3 The Committee chairman may ask any attendees of a Committee meeting to leave the meeting to allow discussions of matters relating to them.

9. MINUTES OF MEETINGS

- 9.1 The company secretary (or his or her nominee) shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 9.2 Draft minutes of Committee meetings shall be circulated promptly to all Committee members. Once approved, minutes shall be circulated to all other

board members unless in the opinion of the Committee chairman it would be inappropriate to do so.

- 9.3 A resolution in writing and signed by all Committee members will be as effective as a resolution passed at a Committee meeting.

10. ANNUAL GENERAL MEETING

The Committee chairman shall attend the annual general meeting to answer shareholder questions on the Committee's activities and areas of responsibility and to deal with any questions relating to the resignation or dismissal of the external auditor.

11. REPORTING RESPONSIBILITIES

The Committee shall:

- 11.1 Report to the board on its proceedings after each meeting on all matters within its duties and responsibilities and the minutes of all Committee meetings shall be included in the board papers for a subsequent board meeting.
- 11.2 Prepare a formal report to shareholders on its activities to be included in the Company's annual report, which shall include:
- (a) Details of the membership of the Committee, number of meetings held and attendance over the course of the year.
 - (b) The significant issues that the Committee considered in relation to the financial statements and how these issues were addressed, having regard to matters communicated to it by the external auditor.
 - (c) Confirmation that the board has carried out a robust assessment of the principal risks facing the Company, a description of those risks and an explanation as to how they are being managed and mitigated.
 - (d) An explanation of its assessment of the effectiveness of the external audit process (including the provision of non-audit services and an explanation of how, if the auditors provide non-audit services to the Company and the Group, auditor objectivity and independence is safeguarded) and its recommendation on the appointment or reappointment of the external auditor, including length of incumbent auditor's tenure, when a tender was last conducted and any contractual provisions restricting the Committee's choice of auditor, and the amount of fees paid to the auditor for any of its services.
 - (e) An explanation of how the Committee has addressed the effectiveness of the internal audit process.

- (f) All other information requirements set out in the UK Corporate Governance Code.
 - (g) Any other issues on which the board has requested the Committee's opinion.
- 11.3 In compiling the above report, exercise judgement in deciding which of the issues it considers in relation to the financial statements are significant, but include at least those matters that have informed the board's assessment of whether the Company is a going concern and the longer term viability statement.
- 11.4 Make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.
- 11.5 If the board does not accept the Committee's recommendation regarding the appointment, re-appointment and removal of the external auditors, include a statement explaining its recommendation and reasons why the board has taken a different stance in the annual report.
- 11.6 Make available to shareholders these terms of reference by placing them on the Company's website.

12. GENERAL MATTERS

The Committee shall:

- 12.1 Consider other duties determined by the board from time to time.
- 12.2 Have access to sufficient resources in order to carry out its duties, including access to the company secretary as required.
- 12.3 Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members. Any individual training to be discussed and agreed with the company secretary.
- 12.4 Work and liaise as necessary with all other board committees.
- 12.5 Arrange for periodic reviews of its own performance and, at least annually review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

13. AUTHORITY

The board authorises the Committee to:

- 13.1 Carry out all duties set out in these terms of reference, to have unrestricted access to the Company's documents and information and to obtain, at the Company's expense, appropriate professional advice on any matter within its terms of reference as it considers necessary.
- 13.2 Seek any information it requires from any employee of the Company or any of the Company's subsidiaries to perform its duties.
- 13.3 Secure the attendance of external advisers at its meetings if it considers this necessary, at the Company's expense.
- 13.4 Call any employee to be questioned at a Committee meeting as and when required and all employees are directed to co-operate with any request made by the Committee.
- 13.5 Have the right to publish in the Company's annual report details of any issues that cannot be resolved between the Committee and the board.
- 13.6 Collectively and individually have direct access to the group finance director, the head of internal audit and the Company's external auditors.

Adopted at the board meeting of the Company on 15 December 2017.